

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CRYSTALLEX INTERNATIONAL CORP.,)

Plaintiff,)

v.)

BOLIVARIAN REPUBLIC OF VENEZUELA,)

Defendant.)

Misc. No. 17-151-LPS

**SPECIAL MASTER'S MONTHLY REPORT
FOR THE PERIOD ENDED NOVEMBER 30, 2023**

Dated: January 25, 2024

ROBERT B. PINCUS in his capacity as
Special Master for the United States District Court for the District of Delaware
PO Box 4570
Wilmington, DE 19807

Dated: January 25, 2024

BY HAND DELIVERY & CM/ECF

The Honorable Leonard P. Stark
United States District Court for the District of Delaware
J. Caleb Boggs Federal Building
844 North King Street
Wilmington, DE 19801-3570

Re: *Crystallex International Corp. v. Bolivarian Republic of Venezuela*, D. Del. C.A. No. 1:17-mc-00151-LPS; Special Master's Status Report for the Period Ended November 30, 2023 (this "**Report**")

Dear Judge Stark:

By order dated April 13, 2021 [D.I. 258], Your Honor appointed me as Special Master in this case to design, oversee, and implement the sale of Petroleos de Venezuela, S.A.'s ("**PDVSA**") shares of PDV Holding Inc. On May 27, 2021, Your Honor issued the *Order Regarding Special Master* [D.I. 277] (the "**May 27 Order**")¹ setting forth, among other things, various obligations and duties applicable to the Special Master, the Parties, and ConocoPhillips (together with the Parties, the "**Sale Process Parties**"), including my obligation to provide the Court with a periodic status report concerning my progress and efforts. The last report that I submitted to the Court was for the period ending October 31, 2023 [D.I. 804] (the "**October 2023 Report**"). I hereby write to provide this Report for the period since the October 2023 Report through November 30, 2023.

Summary of Events Taking Place since October 31

During November 2023, I took the following actions, with the assistance of my advisors (collectively, the "**Advisors**"), in accordance with my duties and obligations set forth in the May 27 Order:

- Engaged in various work streams related to the Marketing Process in furtherance of obligations under the Sale Procedures Order, including;
 - Continuing to develop a list of Potential Bidders² in consultation with CITGO's management team and my Advisors;

¹ All capitalized terms used but not otherwise defined herein, have the meanings ascribed to such terms in the May 27 Order and the Sixth Revised Proposed Order (A) Establishing Sale and Bidding Procedures, (B) Approving Special Master's Report and Recommendation Regarding Proposed Sale Procedures Order, (C) Affirming Retention of Evercore as Investment Banker by Special Master and (D) Regarding Related Matters [D.I. 481] (the "**Sale Procedures Order**").

² As defined under the Bidding Procedures [D.I. 480-1].

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- Preparing and distributing Marketing Materials and Non-Disclosure Agreements (the “**NDAs**”) to Potential Bidders with the assistance of my Advisors;
 - Consulting with my Advisors and CITGO’s management team regarding inquiries from Potential Bidders;
 - Preparing and drafting a First Round Bid Request Letter for circulation to Potential Bidders with executed NDAs;
 - Preparing and consulting with my Advisors regarding the publication of a Sale Notice and conducting research in connection therewith;
 - Meeting with CITGO’s management team on a regular basis to identify Potential Bidders and finalize marketing materials;
 - Discussing and evaluating potential transaction structures and associated issues with my Advisors; and
 - Reviewing due diligence materials provided by the CITGO management team and conducting related analysis.
- Carried out Your Honor’s directives under the *Memorandum Order* dated October 11, 2023 (the “**October 11, 2023 Order**”) [D.I. 738] regarding the implementation of the various milestones established by the *Memorandum Order* dated July 27, 2023 [D.I. 646] (the “**July 27, 2023 Order**”) including:
 - Reviewing and analyzing supplemental submissions filed by judgment holders seeking designation as Additional Judgment Creditors pursuant to Your Honor’s October 11, 2023 Order;
 - Discussing with and responding to inquiries from judgment holders seeking designation as Additional Judgment Creditors; and
 - Preparing a Steps Chart (as defined under the October 11, 2023 Order) and filing the Letter to The Honorable Leonard P. Stark from Special Master Robert B. Pincus regarding the Steps Chart [D.I. 789].
- Prepared and participated in an *ex parte* meeting with Your Honor and my Advisors in accordance with Your Honor’s May 10, 2023 *Memorandum Order* [D.I. 559] and July 17, 2023 *Memorandum Order* [D.I. 643].
- Continued to review all pleadings, briefs, and orders filed in the Delaware Court of Chancery matter, *Petróleos de Venezuela, S.A v. PDV Holding, Inc.*, C.A. No. 2023-0778-PAF.

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- Prepared and drafted the Special Master's *Motion for Authorization to Notify the Court Regarding Sale Deadlines* [D.I. 799].
- Prepared the Special Master's Monthly Report for the Period Ended October 31, 2023 [D.I. 804].

Statement of Fees and Expenses

The May 27 Order requires me to submit an Itemized Statement of my fees and expenses to the Court. During the period from November 1, 2023 to November 30, 2023, my Advisors and I have incurred an aggregate of \$766,322.75 of fees and expenses in connection with carrying out my duties as Special Master, as shown in the table below.

Special Master	\$26,362.50
Weil, Gotshal & Manges LLP	\$526,751.14
Evercore	\$206,620.18
Jenner & Block LLP	\$0
Potter Anderson & Corroon LLP	\$6,588.93
Total	\$766,322.75

This amount includes the monthly fees and expenses of counsel in connection with the matters described above and the monthly fees of my financial advisor, Evercore, for November, in connection with their assistance with the preparation for the Marketing Process, including the performance of due diligence and related analysis. The Itemized Statement, attached as Annex S hereto, contains a breakdown of such fees and expenses among my Advisors and myself. I respectfully request that Your Honor determine that such fees and expenses are regular and reasonable. A proposed form of order is enclosed for Your Honor's consideration.

I am available at the convenience of the Court, should Your Honor have any questions.

Respectfully Yours,

/s/ Robert B. Pincus

Robert B. Pincus, in my capacity as
Special Master for the United States
District Court for the District of
Delaware

Enclosures

cc: Counsel of Record (via CM/ECF and E-Mail)